

# **EXHIBIT A**

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UNITED STATES OF AMERICA  
UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
CENTRAL DIVISION

- - -  
HONORABLE MARIANA R. PFAELZER  
UNITED STATES DISTRICT JUDGE PRESIDING  
- - -

PUTNAM BANK,	)	
	)	<b>CERTIFIED COPY</b>
PLAINTIFF,	)	
	)	
VS.	)	CV 11-04698-MRP (MANX)
	)	
COUNTRYWIDE FINANCIAL, ET AL.,	)	
	)	
DEFENDANT.	)	
_____	)	

**STATUS CONFERENCE**

LOS ANGELES, CALIFORNIA  
MONDAY, OCTOBER 17, 2011

ROSALYN ADAMS, CSR 11794  
FEDERAL OFFICIAL COURT REPORTER  
312 NORTH SPRING STREET, ROOM 410  
LOS ANGELES, CALIFORNIA 90012  
(213) 894-2665

**APPEARANCES:**

**ON BEHALF OF PLAINTIFF:**

SCOTT & SCOTT, LLP  
BY: ANNE L. BOX  
6424 SANTA MONICA BOULEVARD  
LOS ANGELES, CALIFORNIA 90038  
(213) 985-1274

**ON BEHALF OF DEFENDANT, COUNTRYWIDE FINANCIAL CORPORATION:**

GOODWIN PROCTER, LLP  
BY: BRIAN PASTUSZENSKI  
EXCHANGE PLACE  
BOSTON, MASSACHUSETTS 02109  
(617) 570-1000

GOODWIN PROCTER, LLP  
BY: TEODORA E. MANOLOVA  
601 SOUTH FIGUEROA STREET  
SUITE 3200  
LOS ANGELES, CALIFORNIA 90017-5855  
(213) 426-2500

**ON BEHALF OF DEFENDANT, BANK OF AMERICA:**

O'MELVENY & MYERS, LLP  
BY: MATTHEW C. HIPPI  
400 SOUTH HOPE STREET  
LOS ANGELES, CALIFORNIA 90071-2899  
(310) 430-6000

O'MELVENY & MYERS, LLP  
BY: WILLIAM J. SUSHON  
7 TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 326-2000

**ON BEHALF OF DEFENDANT, DAVID SAMBOL:**

ORRICK, HERRINGTON & SUTCLIFFE, LLP  
BY: MICHAEL C. TU  
777 SOUTH FIGUEROA STREET  
SUITE 3200  
LOS ANGELES, CALIFORNIA 90017-5855  
(213) 612-2433

**APPEARANCES (CONTINUED) :**

**ON BEHALF OF DEFENDANT, RANJIT KRIPALANA:**

PAUL HASTINGS, LLP  
BY: JOSHUA G. HAMILTON  
515 SOUTH FLOWER STREET  
TWENTY-FIFTH FLOOR  
LOS ANGELES, CALIFORNIA 90071  
(213) 683-6186

**ON BEHALF OF DEFENDANT, ERIC SIERACKI:**

DLA PIPER  
BY: GRANT P. ALEXANDER  
1999 AVENUE OF THE STARS  
SUITE 400  
LOS ANGELES, CALIFORNIA 90067-6023  
(310) 595-3020

**ON BEHALF OF DEFENDANT, ANGELO, MOZILO:**

IRELL AND MANELLA  
BY: A. MATTHEW ASHLEY  
840 NEWPORT CENTER DRIVE  
SUITE 400  
NEWPORT BEACH, CALIFORNIA 92660-6324  
(949) 760-0991

**ON BEHALF OF DEFENDANT, STANFORD KURLAND:**

CALDWELL LESLIE & PROCTOR, PC  
BY: JEANNE A. FUGATE  
1000 WILSHIRE BOULEVARD  
SUITE 600  
LOS ANGELES, CALIFORNIA 90017-2463  
(213) 629-9040

**ON BEHALF OF DEFENDANT, DAVID SPECTOR:**

BINGHAM MC CUTCHEN, LLP  
BY: JENNIFER SEPIC  
355 SOUTH GRAND AVENUE  
LOS ANGELES, CALIFORNIA 90071-3106  
(213) 680-6480

1 LOS ANGELES, CALIFORNIA; MONDAY, OCTOBER 17, 2011; 11 A.M.

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5 THE CLERK: IN THE MATTER OF CALENDAR ITEM NUMBER  
6 ONE, CASE NUMBER CV 11-4698-MP: PUTNAM BANK VS. COUNTRYWIDE  
7 FINANCIAL CORPORATION.

8 COUNSEL, PLEASE STATE YOUR APPEARANCES FOR THE  
9 RECORD.

10 MS. BOX: DO I NEED TO GO --

11 THE COURT: PLEASE.

12 MS. BOX: ANNE BOX, SCOTT AND SCOTT, REPRESENTING  
13 THE PLAINTIFF, PUTNAM BANK.

14 MR. PASTUSZENSKI: GOOD MORNING, YOUR HONOR. BRIAN  
15 PASTUSZENSKI FROM GOODWIN PROCTER. AND WITH ME ARE TEODORA  
16 MANOLOVA FROM GOODWIN PROCTER. I'M REPRESENTING THE  
17 COUNTRYWIDE DEFENDANT.

18 MR. HIPPE: GOOD MORNING, YOUR HONOR. MATTHEW HEMP  
19 FROM O'MELVENY AND MEYERS ON BEHALF OF THE BANK OF AMERICA  
20 DEFENDANTS. I HAVE WITH ME THIS MORNING WILLIAM SUSHON FROM  
21 OUR NEW YORK OFFICE.

22 MR. SUSHON: GOOD MORNING, YOUR HONOR.

23 THE COURT: GOOD MORNING.

24 MR. TU: GOOD MORNING, YOUR HONOR. MICHAEL TU OF  
25 ORRICK HERRINGTON AND SUTCLIFFE FOR DEFENDANT, DAVID SAMBOL.

1 THE COURT: THAT'S RIGHT.

2 MR. ASHLEY: -- SOME NOT. BUT IN AN ABUNDANCE OF  
3 CAUTION FOR ALL OF THESE CASES, THE INDIVIDUAL DEFENDANTS  
4 WOULD LIKE TO PRESERVE THOSE DEFENSES AND RAISE THEM, IF NEED  
5 BE, AT THE FIRST INSTANCE.

6 THE COURT: WELL, I CERTAINLY DIDN'T COME OUT HERE  
7 TO TAKE ANYTHING AWAY FROM YOU.

8 MR. ASHLEY: THANK YOU, YOUR HONOR.

9 THE COURT: NOW, AS FAR AS THE -- I SHOULD FINISH  
10 THIS UP BY ASKING THE BANK OF AMERICA WHAT IT IS YOU HAVE IN  
11 MIND.

12 MR. SUSHON: YES, YOUR HONOR. BILL SUSHON OF  
13 O'MELVENY AND MEYERS FOR BANK OF AMERICA. WE TAKE THE  
14 VIEW -- WE'VE CONSULTED WITH COUNTRYWIDE AS WELL -- THAT  
15 LIMITATIONS IS A THRESHOLD ISSUE THAT SHOULD BE RESOLVED  
16 FIRST. TO THE EXTENT THAT ANYTHING REMAINS TO THE CASE, THE  
17 BANK WOULD THEN MAKE ITS MOTION TO DISMISS AGAINST THE  
18 SUCCESSOR LIABILITY CLAIM. THE SUCCESSOR CLAIM HERE ISN'T  
19 ADEQUATELY PLEADED, BUT WE DON'T THINK THAT THE COURT EVEN  
20 NEEDS TO GET THERE BECAUSE LIMITATIONS WILL DISPOSE OF THE  
21 ENTIRE CASE.

22 THE COURT: LET ME REASON YOUR LAST. LET ME SAY  
23 THAT AT SOME POINT SOMEONE IS GOING TO -- IF THEY WANT TO  
24 KEEP BANK OF AMERICA IN THESE CASES, THEY'RE GOING TO HAVE TO  
25 PLEAD MORE THAN THEY HAVE PLEADED. BUT IT ISN'T A PLEADING

1 PROBLEM SO MUCH AS IT IS AN EXPLANATION PROBLEM. THE REASON  
2 IT'S NOT PLEADED ADEQUATELY IS BECAUSE IT'S NOT -- NO  
3 RESPONSES ARE EVER MADE TO A PROBING, AN ALLEGATION, NO  
4 MATTER HOW WELL IT IS PLEADED. SOMEONE IS GOING TO HAVE TO  
5 LINK UP ALL THESE TRANSACTIONS AND GET IN A SATISFACTORY WAY  
6 FOR THE COURT. IT'S AS IF THE SITUATION OR THE DEVELOPMENT  
7 OF CIRCUMSTANCES OVER ALMOST A YEAR IN DELAWARE NEVER  
8 HAPPENED.

9 THE CHANCELLOR -- NO ONE HAS YET IN THE  
10 GIVE-AND-TAKE WITH THE COURT -- NO ONE HAS YET ON THE PART OF  
11 A PARTY WHO WANTS TO ASSERT VICARIOUS LIABILITY OR SUCCESSOR  
12 LIABILITY, NO ONE HAS YET REFERRED TO A YEAR'S WORTH OF WORK  
13 DONE BY THE CHANCELLOR IN DELAWARE A WONDERFUL JOB, IN MY  
14 OPINION, VERY HARD WORK ON A NUMBER OF ISSUES THAT IMPACT  
15 THIS. IT'S NO -- THERE'S NO POINT IN OUR JUST GOING ON AND  
16 ON AND ON AND SAYING TO SOMEONE WHO IS ALLEGING THIS  
17 LIABILITY AGAINST THE BANK OF AMERICA. YOU HAVE TO PLEAD  
18 SOMETHING BECAUSE WHAT REALLY STANDS IN THE WAY ARE A LOT OF  
19 PUBLIC DOCUMENTS, JUDICIAL PROCEEDINGS.

20 MR. SUSHON: THAT'S CERTAINLY OUR VIEW, YOUR HONOR.

21 THE COURT: I KNOW IT'S YOUR VIEW AND I'M NOT  
22 TAKING YOUR PART. I'M JUST SAYING TO YOU THAT I DON'T WANT  
23 TO GO ON ENDLESSLY SAYING, "RIGHT, IT SHOULD BE DISMISSED.  
24 YOU HAVE TO PLEAD MORE." THIS IS POINTLESS UNTIL WE GET TO  
25 THE STAGE WHERE SOMEONE WILL STAND UP AND DO MORE THAN HAS

1 BEEN DONE BEFORE.

2 THE BACKGROUND OF VICARIOUS OR SUCCESSOR LIABILITY  
3 HAS A VERY, VERY INTENSIVE FACTUAL UNDERPINNING. WHAT WAS  
4 THAT CHANCELLOR IN DELAWARE DOING IF HE WASN'T LOOKING AT THE  
5 FAIRNESS OF THE TRANSACTION?

6 MR. SUSHON: IT'S EXACTLY WHAT HE WAS HE DOING,  
7 YOUR HONOR.

8 THE COURT: WELL, HE DID, AND WITH DISCOVERY TOO.

9 MR. SUSHON: THAT'S CORRECT, WITH FULL DISCOVERY --

10 THE COURT: THE OTHER IS THE SECOND THING, AND I'M  
11 SAYING THIS NOW, IS THAT SOMEONE IS GOING TO HAVE TO TAKE THE  
12 TRANSACTIONS FOR THIS COURT. IT ISN'T ENOUGH TO SAY, "WELL,  
13 THEY PUT THEIR NAME ON THE STATIONERY," OR SOMETHING.  
14 SOMEONE IS GOING TO HAVE TO SHOW THE -- SOMETHING ABOUT WHAT  
15 WAS WRONG WITH THESE TRANSACTIONS LEGALLY. AND WE'RE JUST  
16 FOOLING AROUND WITH THESE ALLEGATIONS. THEY'RE IN EVERY  
17 COMPLAINT. AND THEN WHEN I READ THEM, I KNOW I'M GOING TO GO  
18 INTO A MOTION TO DISMISS AND I KNOW I'M GOING TO SAY, "PLEAD  
19 AGAIN." BUT WHAT I'M TALKING ABOUT IS WITH THE BACKGROUND OF  
20 THE ACTUAL TRANSACTIONS THAT WERE PARTIALLY IN THIS COURT,  
21 SOMEONE IS GOING TO HAVE TO SHOW MORE.

22 NOW, I KNOW THIS IS MAKING YOU HAPPY TO HEAR ME SAY  
23 THIS, BUT I'M NOT INTENDING TO MAKE YOU HAPPY. I'M INTENDING  
24 FOR THE RECORD TO STATE THAT THIS IS NOT ANY PARTIALITY ON MY  
25 PART FOR BANK OF AMERICA. THIS IS JUST AN ACTUAL DAY-TO-DAY

1 PARTICIPATION IN WHAT HAPPENED. AND I DID PARTICIPATE IN IT  
2 AND SO DID THE CHANCELLOR, AND I DID IN DERIVATIVE CASES.  
3 SOMEONE IS GOING TO HAVE TO STEP UP AND DO STEP BY STEP WHAT  
4 I DID.

5 MR. SUSHON: YES, YOUR HONOR.

6 THE COURT: AND I DON'T WANT -- I JUST DON'T WANT  
7 TO KEEP ON WALKING OVER THE SAME GROUND ALL THE TIME, WHICH  
8 IS NOT TO SAY THAT THERE MAY NOT BE SOMETHING WRONG WITH WHAT  
9 WAS DONE, BUT WE'RE GOING TO HAVE TO DO MORE THAN I'VE LOOKED  
10 AT IN THE PLEADINGS. THIS IS NOT A PLEADING PROBLEM, THIS IS  
11 A REAL PROBLEM.

12 ALL RIGHT. SO YOU WILL OBLIGE ME ON THE DATES, MR.  
13 PASTUSZENSKI?

14 MR. PASTUSZENSKI: YES, YOUR HONOR.

15 THE COURT: THANK YOU.

16 MR. PASTUSZENSKI: THANK YOU, YOUR HONOR.

17 THE COURT: THANK YOU SO MUCH.

18 (END OF PROCEEDINGS.)

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